

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

October 21, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO 20369-D FILED

OCT 28 '97

10-28AM

Dear Mr. Williams:

Enclosed are two (2) originals of Memorandum of Locomotive Lease Agreement made as of November 7, 1996 intended to evidence Schedule No. 5 dated as of November 7, 1996 ("**Schedule No. 5**") between the following parties:


Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Union Pacific Railroad Company 1416 Dodge Street, Room 200 Omaha, NE 68179

The equipment involved in this transaction is as follows:

Equipment:	Two (2), 2,300 horsepower, GP39-2 locomotives (see attached Exhibit A for reporting mark & numbers).
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Please file this agreement as a supplementary document to the Master Locomotive Lease Agreement dated as of May 1, 1995, Recordation No. 20369 filed on November 19, 1996 at 10:55 a.m. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Eric W. Stoll
Document Administrator

/es
Enclosures (2)

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

OCT 28 '97

10-28AM

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT made as of November 7, 1996 is intended to evidence Schedule No. 5 dated as of November 7, 1996 ("Schedule No. 5") to the Master Locomotive Lease Agreement, dated as of May 1, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the locomotives, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Schedule No. 5.


IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, have executed this Memorandum of Locomotive Lease Agreement on the date indicated below its signature.

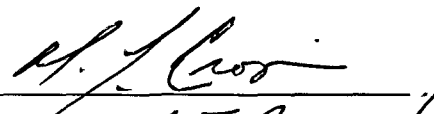
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

UNION PACIFIC RAILROAD COMPANY

By: 
Print Name: Richard C. Kirchner
Title: President
Date: 8-27-97

By: 
Print Name: M. J. Cronin
Title: V.P. Purchasing
Date: 8/12/97

cm

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 28, 1997, before me, Patrick M. Hapin - Notary Public,
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

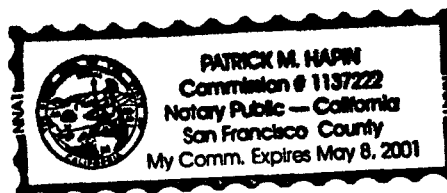
☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Patrick M. Hapin
SIGNATURE OF THE NOTARY

[Notarial Seal]



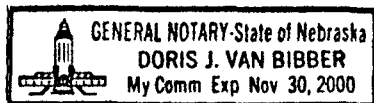
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On August 12, 1997, before me, Doris J. Van Bibber,
personally appeared M. J. Cronin, AVP - Purchasing of
UNION PACIFIC RAILROAD COMPANY,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.



Doris J. Van Bibber
SIGNATURE OF THE NOTARY

[Notarial Seal]

EXHIBIT A

To the Memorandum of Locomotive Lease Agreement

Dated November 7, 1996

Equipment Description:

Two (2), 2,300 horsepower, GP39-2 locomotives equipped with extended range dynamic brakes. Built by EMD in 1978.

Old Reporting
Mark & Number:

New Reporting
Mark & Number:

HLCX 3950

UP 2749

HLCX 3951

UP 2750

cu